

21 C.J.S. Courts § 61

Corpus Juris Secundum | June 2023 Update

Courts

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II. Jurisdiction of Courts

D. Jurisdiction of Person

4. Particular Circumstances or Actions Affecting Exercise of Personal Jurisdiction

§ 61. Agent or representatives subject to personal jurisdiction by acts of principal

[Topic Summary](#) | [References](#) | [Correlation Table](#)

West's Key Number Digest

West's Key Number Digest, [Courts](#)  13.6(4) to 13.6(8)

The mere fact that a principal is subject to the personal jurisdiction of the courts of a state does not necessarily mean that an agent or employee is subject to jurisdiction.

An individual cannot be subject to personal jurisdiction, when the individual is an agent or representative of a corporation, unless the individual is doing business in the forum state as an individual rather than on behalf of a corporation.¹ Personal jurisdiction over an individual corporate officer, corporate directors, and shareholders may not be predicated upon jurisdiction over the corporation itself.² When an agent arrives in a forum state to represent a principal, only the principal is in the forum for purposes of personal jurisdiction, not the agent.³

By the law of some states, the forum may exercise jurisdiction individual corporate officers who supervise and control an infringing activity over which the forum has jurisdiction.⁴ The

rule applies as well to officers of a limited liability company.⁵ The officer or employee is not automatically shielded by contacts in the context of employment but must be assessed individually, on a case-by-case basis.⁶ At the heart of the inquiry under such a statute is whether the out-of-state corporate officers were primary actors in the transaction in the forum state that gave rise to the litigation and not merely some corporate employees who played no part in it.⁷ A court may attribute the acts of a corporation to individual defendants under an agency theory when: (1) the corporation engages in purposeful activity in the forum state that relates to the transaction underlying the lawsuit; (2) the corporation's activity was taken for the benefit of and with the knowledge and consent of the defendant; and (3) the defendant exercised some control over the purposeful activity.⁸ Alternatively, by the law of some states, the forum can exercise jurisdiction over individual corporate officers under one of three theories: (1) that jurisdiction may be based on their activities as corporate officers, acting on behalf of the corporation; (2) that jurisdiction may be based on their activities by disregarding the corporate form; or (3) that jurisdiction may be based on their activities operating independently of the corporation.⁹ When the corporation is nothing more than the alter ego of the individually named defendants, courts attribute a corporation's contacts with the forum state to an individual defendant for jurisdictional purposes.¹⁰

Some statutes authorize personal jurisdiction over a director of a domestic corporation in all civil actions by or on behalf of or against the corporation in which such director is a necessary or proper party or any action against such director for violation of fiduciary duty, thereby requiring a close nexus between claims involving the corporation and the conduct of the nonresident fiduciary.¹¹

CUMULATIVE SUPPLEMENT

Cases:

Exercise of general personal jurisdiction over Venezuelan energy company's principals in New York did not comport with due process in consulting agency's action asserting claims for civil conspiracy, tortious interference with prospective economic advantage, trade libel, injurious falsehood, and defamation, where principals were Venezuelan citizens, and spent fewer than five percent of nights during period in question in New York. [U.S. Const. Amend. 14](#). [Reich v. Lopez](#), 858 F.3d 55 (2d Cir. 2017).

Elderly mother's daughter, a Utah resident, did not establish purposeful availment of benefits and protections of California law by filing guardian ad litem application, to be mother's guardian, in California to assist with mother's legal action in California against mother's other daughter, a California resident, and thus California could not exercise personal jurisdiction over Utah daughter with respect to California daughter's complaint against Utah daughter in her individual capacity,

where Utah daughter's actions in California were all related to representation of her mother, not to the protection of Utah daughter's personal interests. [Jensen v. Jensen](#), 31 Cal. App. 5th 682, 242 Cal. Rptr. 3d 832 (2d Dist. 2019).

Foreign corporate officers, directors, or representatives are not subjected to personal jurisdiction simply because their employer-corporation is subject to suit in a particular forum. [Schaeffer v. SingleCare Holdings, LLC](#), 884 S.E.2d 698 (N.C. 2023).

Investor in limited liability company (LLC) that purchased boat manufacturer lacked sufficient due process minimum contacts with North Carolina for the exercise of personal jurisdiction over investor in boat purchaser's products liability action arising from boating accident, where investor was never a North Carolina resident, investor never owned real or personal property in North Carolina, and purchaser failed to show that investor personally participated in the marketing, sale, design, manufacture, or recall of boats after investing in LLC or that investor's contacts with North Carolina consisted of anything beyond mere investments in a company that manufactured boats which were or could have been purchased in North Carolina. [U.S. Const. Amend. 14](#); [N.C. Gen. Stat. Ann. § 1-75.4](#). [Padron v. Bentley Marine Group, LLC](#), 822 S.E.2d 494 (N.C. Ct. App. 2018).

[END OF SUPPLEMENT]

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Footnotes

- 1 N.Y.—[Okeke v. Momah](#), 132 A.D.3d 648, 17 N.Y.S.3d 746 (2d Dep't 2015).
- 2 U.S.—[Source One Financial Corp. v. Dinardo Auto Sales LLC](#), 2 F. Supp. 3d 180 (D. Conn. 2014) (applying Massachusetts law).

Ala.—[Ex parte Kohlberg Kravis Roberts & Co., L.P.](#), 78 So. 3d 959 (Ala. 2011).

Ind.—[Bowden v. Agnew](#), 2 N.E.3d 743 (Ind. Ct. App. 2014).

Ohio—[State ex rel. DeWine v. S & R Recycling, Inc.](#), 195 Ohio App. 3d 744, 2011-Ohio-3371, 961 N.E.2d 1153 (7th Dist. Columbiana County 2011).

N.Y.—[Excess Line Ass'n of New York v. Waldorf & Associates](#), 40 Misc. 3d 759, 965 N.Y.S.2d 831 (Sup 2013), order aff'd, 130 A.D.3d 563, 13 N.Y.S.3d 464 (2d Dep't 2015), leave to appeal granted, 27 N.Y.3d 901, 2016 WL 1202736 (2016).

Tex.—[Tabacinic v. Frazier](#), 372 S.W.3d 658 (Tex. App. Dallas 2012).

Corporation's acts not imputed to officer
Wash.—[Failla v. FixtureOne Corp.](#), 181 Wash. 2d 642, 336 P.3d 1112 (2014), cert. denied, 135 S. Ct. 1904, 191 L. Ed. 2d 765 (2015).

A.L.R. Library

- 3 In personam jurisdiction over nonresident director of forum corporation under long-arm statutes, 100 A.L.R.3d 1108.
- 3 Tex.—Stull v. LaPlant, 411 S.W.3d 129 (Tex. App. Dallas 2013).
- 4 U.S.—Chloe v. Queen Bee of Beverly Hills, LLC, 616 F.3d 158 (2d Cir. 2010) (applying New York law).
- Officer's contacts with forum sufficient**
- Wash.—Failla v. FixtureOne Corp., 181 Wash. 2d 642, 336 P.3d 1112 (2014), cert. denied, 135 S. Ct. 1904, 191 L. Ed. 2d 765 (2015).
- 5 Ill.—Elsener v. Brown, 2013 IL App (2d) 120209, 374 Ill. Dec. 637, 996 N.E.2d 84 (App. Ct. 2d Dist. 2013).
- 6 U.S.—Meyn America, LLC v. Tarheel Distributors, Inc., 36 F. Supp. 3d 1395 (M.D. Ga. 2014) (applying Georgia law).
- Ala.—Ex parte Kohlberg Kravis Roberts & Co., L.P., 78 So. 3d 959 (Ala. 2011).
- Ga.—Amerireach.com, LLC v. Walker, 290 Ga. 261, 719 S.E.2d 489 (2011), as amended on other grounds on denial of reconsideration, (Dec. 8, 2011).
- Ind.—Bowden v. Agnew, 2 N.E.3d 743 (Ind. Ct. App. 2014).
- Wash.—Failla v. FixtureOne Corp., 181 Wash. 2d 642, 336 P.3d 1112 (2014), cert. denied, 135 S. Ct. 1904, 191 L. Ed. 2d 765 (2015).
- 7 U.S.—Rovio Entertainment, Ltd. v. Allstar Vending, Inc., 97 F. Supp. 3d 536 (S.D. N.Y. 2015) (applying New York law).
- Primary participants test for employees**
- Ga.—Amerireach.com, LLC v. Walker, 290 Ga. 261, 719 S.E.2d 489 (2011), as amended on other grounds on denial of reconsideration, (Dec. 8, 2011).
- 8 U.S.—Jonas v. Estate of Leven, 116 F. Supp. 3d 314 (S.D. N.Y. 2015) (applying New York law).
- Officers merely executing instructions**
- N.Y.—Rushaid Al Rushaid v. Pictet & Cie, 127 A.D.3d 610, 9 N.Y.S.3d 16 (1st Dep't 2015), leave to appeal granted, 26 N.Y.3d 909, 20 N.Y.S.3d 544, 42 N.E.3d 214 (2015).
- 9 U.S.—Source One Financial Corp. v. Dinardo Auto Sales LLC, 2 F. Supp. 3d 180 (D. Conn. 2014) (applying Massachusetts law).
- 10 Ind.—Bowden v. Agnew, 2 N.E.3d 743 (Ind. Ct. App. 2014).
- Tex.—Tabacinic v. Frazier, 372 S.W.3d 658 (Tex. App. Dallas 2012).
- 11 Del.—Hazout v. Tsang Mun Ting, 2016 WL 748490 (Del. 2016).